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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

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<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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APPELLEES' DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN RECORD
AND COUNTERSTATEMENT OF ISSUES ON APPEAL

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the
"Bankruptcy Rules"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,

debtors and debtors-in-possession in the above-captioned cases and appellees in this appeal (collectively, the "Debtors" or "Appellees"), hereby submit this designation of additional items to be included in the record on appeal (the "Designation of Record") and counterstatement of issues on appeal in connection with the Notice of Appeal filed by Law Debenture Trust Company of New York ("Law Debenture" or "Appellant") in the above-captioned cases on February 17, 2006, Appellant's motion for leave to appeal pursuant to 28 U.S.C. §§ 158(a)(3) and 1292(b) and the collateral order doctrine, filed on February 17, 2006, and Appellant's designation of items to be included in the record on appeal and statement of issues to be presented, filed on February 22, 2006.

I. Designation Of Record

The following additional items are to be included in the record on appeal:

Designation Number	Date	Docket Number	Description
D-1	10/08/05	37	Notice of Organizational Meeting for Unsecured Creditors
D-2	10/17/05	469	Notice of Appointment of Committee of Unsecured Creditors

II. Counterstatement Of Issues On Appeal

Whether the Bankruptcy Court correctly decided not to compel the appointment of Law Debenture to the official committee of unsecured creditors (the "Creditors' Committee") in the Debtors' chapter 11 cases based upon the factual finding that Law Debenture's interests were already adequately represented by the Creditors' Committee.

Assuming, arguendo, the Bankruptcy Court should have reviewed the Office of the Unites States Trustee's decision to reject Law Debenture's request for appointment to the Creditors' Committee de novo instead of under an abuse of discretion standard, whether application of such standard of review constitutes reversible error.

Dated: New York, New York
March 6, 2006

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ David E. Springer
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession and
Appellees



U.S. Department of Justice

Office of the United States Trustee

Region 2/Southern District of New York

33 Whitehall Street, Suite 2100
New York, NY 10004

Phone: 212-510-0500
Fax: 212-668-2255

October 8, 2005

To the largest unsecured creditors of:

DELPHI CORP., et al., Case No. 05-44481 (jointly administered)

NOTICE IS HEREBY GIVEN that the Office of the United States Trustee for the Southern District of New York will hold an organizational meeting for unsecured creditors in the above-referenced bankruptcy case on **Monday, October 17, 2005, at 11:00 a.m. (E.S.T.)** at the following location:

**Marriott Marquis New York – Astor Ballroom
Times Square, 1535 Broadway
New York 10036
(212.398.1900)**

The sole purpose of the meeting will be to form a committee or committees of unsecured creditors in this case. This is not the meeting of creditors pursuant to Section 341 of the Bankruptcy Code. However, a representative of the Debtor will attend and provide background information regarding the case.

If you wish to be considered for membership on any committee that is formed, please complete the enclosed "CREDITORS COMMITTEE ACCEPTANCE FORM" and return it to the Office of the United States Trustee via facsimile, Attention: Alicia M. Leonhard, Trial Attorney, no later than 12:00 noon on Thursday, October 13, 2005. Please send a representative to the organizational meeting who is authorized to act on your behalf.

If you do not wish to serve on a creditors committee, your presence at the meeting is not required. Please note that your presence at this meeting is not required for the purpose of submitting a claim against the Debtor.

Very truly yours,

DEIRDRE A. MARTINI
UNITED STATES TRUSTEE

By: /s/ Alicia M. Leonhard
Alicia M. Leonhard
Trial Attorney

**OFFICE OF THE UNITED STATES TRUSTEE FOR THE
SOUTHERN DISTRICT OF NEW YORK**

33 Whitehall Street, 21st Floor

New York, New York 10004

Tel. No. (212) 510-0500

Fax No. (212) 668-2255

AML

CREDITORS' COMMITTEE ACCEPTANCE FORM

Re: ***DELPHI CORP., et al.***, CASE NO. 05-44481 (jointly administered)

PLEASE TYPE OR PRINT NEATLY AND CLEARLY:

The undersigned creditor is willing to serve on the Committee of Unsecured Creditors of the Debtors:

- A. UNSECURED CREDITOR'S NAME, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:

- B. NAME OF COUNSEL (if any) FOR CREDITOR, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:

- C. IF YOU ARE REPRESENTED BY COUNSEL, DOES YOUR ATTORNEY REPRESENT ANY OTHER PARTIES IN THIS CASE. Please check one of the following: ____ YES. ____ NO. ____ I DO NOT KNOW.

- D. PLEASE INDICATE WHETHER YOU HAVE GIVEN A PROXY TO YOUR ATTORNEY IN CONNECTION WITH YOUR CLAIM. ____ YES. ____ NO. (If you have given a proxy to your attorney, please provide a photocopy of the proxy to the United States Trustee along with this creditor committee acceptance form on or before the organizational meeting.)

- F. AMOUNT OF UNSECURED CLAIM: \$_____.

- G. TO DATE, HAVE YOU OR YOUR ATTORNEY ENTERED INTO A SETTLEMENT AGREEMENT WITH THE DEBTOR REGARDING RESOLUTION OF YOUR CLAIM? ____ YES. ____ NO.

H. TYPE OF CLAIM. PLEASE CHECK ONE OF THE FOLLOWING: _____ TRADE.
_____ BOND. _____ OTHER. IF YOU ANSWERED "OTHER", PLEASE DESCRIBE
THE NATURE OF YOUR CLAIM BELOW.

I. ARE YOU A HOLDER OF A CLAIM ARISING OUT OF YOUR ROLE AS AN
OFFICER OR DIRECTOR OF THE DEBTOR. _____ YES. _____ NO. IF YOUR
ANSWER IS YES, PLEASE INDICATE THE POSITION: _____

J. ARE YOU RELATED TO AN OFFICER OR DIRECTOR OF THE DEBTOR, OR A
PERSON IN CONTROL OF THE DEBTOR. _____ YES. _____ NO. IF YOUR
ANSWER IS YES, PLEASE DESCRIBE THE RELATIONSHIP:

K. ARE YOU SITTING ON ANY UNOFFICIAL AD HOC COMMITTEE[S] OR OFFICIAL
EQUITY OR UNSECURED CREDITORS' COMMITTEE[S] IN ANY OTHER
BANKRUPTCY CASES OF DEBTORS IN THE SAME INDUSTRY AS DELPHI? _____
YES. _____ NO.
IF YES, PLEASE STATE THE NAME AND NUMBER OF THE CASE, THE TYPE OF
COMMITTEE, AND THE COURT IN WHICH THE CASE IS PENDING

L. PLEASE CLARIFY WHETHER YOUR COUNSEL REPRESENTS ANY PARTY
SITTING ON ANY COMMITTEES IN ANY OTHER BANKRUPTCY CASES OF
DEBTORS IN THE SAME INDUSTRY AS DELPHI? _____ YES. _____ NO.
IF YES, PLEASE STATE THE NAME AND NUMBER OF THE CASE, THE TYPE OF
COMMITTEE, AND THE COURT IN WHICH IT IS PENDING

DATE: _____

SIGNATURE: _____

**PRINT NAME AND TITLE OF
PERSON COMPLETING FORM:** _____

- KINDLY ANSWER ALL QUESTIONS SO THAT THIS FORM CAN BE PROCESSED
PROPERLY WITHOUT DELAY.
- **PLEASE RETURN TO THE UNITED STATES TRUSTEE BY TELECOPIER,
ATTN: ALICIA M. LEONHARD, TRIAL ATTORNEY, BY 12:00 P.M. ON
THURSDAY, OCTOBER 13, 2005.**
- THIS IS NOT A PROOF OF CLAIM FORM. PROOFS OF CLAIM ARE FILED WITH
THE CLERK OF THE BANKRUPTCY COURT, NOT WITH THE UNITED STATES
TRUSTEE.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : Chapter 11
: :
DELPHI CORP., *et al.*, : Case No. 05-44481 (RDD)
: :
Debtors. : (jointly administrated)
----- x

APPOINTMENT OF COMMITTEE OF UNSECURED CREDITORS

Deirdre A. Martini, United States Trustee (the "United States Trustee"), under 11 U.S.C. §§
1102(a) and (b), hereby appoints the following creditors to the committee of unsecured creditors
in the above-entitled case:

1. Electronic Data Systems Corp.
5505 Corporate Drive MSIA
Troy, MI 48098
Attention: Michael Nefkens
Phone: 248.696.1729
2. General Electric Company
One Plastics Avenue
Pittsfield, MA 01201
Attention: Valerie Venable
Phone: 704.992.5075
3. Flextronics International Asia-Pacific, Ltd.
c/o Flextronics International USA, Inc.
2090 Fortune Drive
San Jose, CA 95131
Attention: Paul W. Anderson
Phone: 408.428.1308
4. IUE-CWA
2360 W. Dorothy Lane, Suite 201
Dayton, Ohio 45439
Attention: Henry Reichard
Phone: 937.294.7813

5. Capital Research and Management Company
11100 Santa Monica Blvd., 15th Floor
Los Angeles, CA 90025
Attention: Michelle Robson
Phone: 310.996.6140
6. Wilmington Trust Company, as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890
Attention: Steven M. Cimalore
Phone: 302.636.6058
7. Freescale Semiconductor, Inc.
6501 William Cannon Drive West
MD: OE16
Austin, TX 78735
Attention: Richard Lee Chambers, III
512.895.6357

Dated: New York, NY
October 17, 2005

DEIRDRE A. MARTINI
UNITED STATES TRUSTEE

By: /s/ Alicia M. Leonhard
Alicia M. Leonhard (AML-6060)
Attorney

33 Whitehall Street
21st Floor
New York, New York 10004-2112
Tel. No. (212) 510-0500
Fax. No. (212) 668-2255